

Attorney or Party Name, Address, Telephone & FAX Nos., State Bar No. & Email Address

☒ *Attorney for:* Rosendo Gonzalez, Chapter 7 Trustee

Debtor(s).

Location: Courtroom 1375, Roybal Federal Building, 255 E. Temple Street, Los Angeles, CA 90012

F60042

Overbid procedure (if any): SEE PROPOSED OVERBIDDING PROCEDURES ATTACHED AS PART OF
EXHIBIT "2" HERETO.

If property is to be sold free and clear of liens or other interests, list date, time and location of hearing:

Contact person for potential bidders (include name, address, telephone, fax and/or email address):

PAUL R. SHANKMAN, ESQ.
HINDS & SHANKMAN, LLP
21515 HAWTHORNE BLVD., SUITE 1150
TORRANCE, CA 90503
TEL: (310) 316-0500; FAX: (310) 792-5977
E-MAIL: pshankman@jhindslaw.com

Date: 08/07/14

EXHIBIT "1"

EXHIBIT "1"

LIST OF ASSETS:

(a) the estate's right, title, and interest in:

(1) RPost International Limited, RMail Limited, RPost Communications, Ltd., RMail Technologies Limited, Momentex, Inc. and their affiliates and subsidiaries (the "RPost Companies"); (2) shares (scheduled or unscheduled by the Debtor or other affiliates/strawmen/family members but) held by others for the benefit of the Debtor and/or his affiliates/strawmen/family members (and/or in which the Debtor has a voting or other interest by proxy or otherwise) in any of the RPost Companies; (3) all shares which are later discovered (whether by Barton, the Trustee and/or otherwise, whether before or after the Court's approval of the sale of the shares to Barton) to be owned by or for the benefit of the Debtor and/or his affiliates/strawmen/family members; (4) any shares in additional RPost entities or other entities known or unknown foreign or domestic in which the Debtor and/or his affiliates/strawmen/family members hold an interest for the Debtor's benefit or grant the Debtor voting or proxy rights; (5) the sole right to set aside all Debtor/Debtor affiliate-strawmen-family, etc. share and related transactions; and (6) all rights related to obtaining and enforcing title to any and all shares and/or beneficial interests therein, all voting rights and all claims and/or rights of action incident to ownership thereof and all proceeds therefrom (collectively, "Debtor's Shares").

(b) the Debtor's (and/or Debtor's affiliates, strawmen/family members or person(s) holding for the benefit of Debtor) interest(s), rights, claims or title in and/or to:

(1) any intellectual property (patents, trademarks, trade names, Assets, etc.) in the US and worldwide (including, patents utilized by and/or held by or for any RPost Companies or their affiliates, the RPost entities' trade names and trademarks) (and/or profit participation agreements related thereto), (2) any claims, rights of action and/or settlements related to same and all proceeds therefrom; and (3) profit participation, Assets, royalty or other similar agreements with any RPost Companies and/or any companies/persons known or unknown; and (4) all right, title and interest in and to any loans or other debts which the Debtor has scheduled or hereafter assert are owed to the Debtor by any of the RPost Companies and/or from any entities/persons whether or not disclosed on Debtor's schedules, original or amended (together with the Debtor's Shares, the "Assets").

EXHIBIT "2"

EXHIBIT "2"

TERMS AND CONDITIONS OF SALE

Subject to Court approval, the Trustee proposes to sell the Assets as set forth in Exhibit "1" and incorporated herein by reference as if set forth in full. The essential terms of the proposed sale are as follows:

Purchaser: Kenneth Barton ("Purchaser");

Purchase Price: \$25,000 ("Purchase Price"); and

Condition of Assets: Assets purchased "as-is"

Without any representations or warranties of any kind.

The Proposed Overbid Procedures for the Purchase of Assets

While the Trustee is prepared to consummate the sale with the Purchaser, he is also interested in obtaining the maximum price for the Assets. Therefore, the Trustee seeks approval of the following overbid procedures:

(1) Any person interested in submitting an overbid on the Assets must attend the hearing on the Motion or be represented by an individual with authority to participate in the overbid process;

(2) An overbid will be defined as an initial overbid of \$5,000 above the Purchase Price, with each additional bid in \$1,000 increments;

(3) Overbidders (except for the Purchaser) must deliver a deposit to the Trustee, by way of cashier's check made payable to "Rosendo Gonzalez", Chapter 7 Trustee," in the amount of \$30,000 (the "Deposit") no later than 12:00 p.m. on August 21, 2014;

(4) Overbidders must purchase the Assets on the same terms and conditions as the Purchaser;

(5) The Deposit of the successful overbidder shall be forfeited if such party is thereafter unable to complete the purchase of the Assets within 15 days of entry of the order confirming the sale; and

(6) In the event the successful overbidder cannot timely complete the purchase of the Assets, the Trustee shall be authorized to proceed with the sale to the next highest overbidder.

(7) If there are qualified overbidders, an auction of the Assets shall be held during the hearing on the Motion (on **August 28, 2014 at 10:00 a.m.**) at which time the Court shall determine the highest and best bid for the Assets.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
21515 Hawthorne Blvd., Suite 1150, Torrance, CA 90503

A true and correct copy of the foregoing document entitled: **NOTICE OF SALE OF ESTATE PROPERTY** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (date) 8/7/2014, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued on attached page

2. SERVED BY UNITED STATES MAIL:

On (date) _____, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (state method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on (date) 8/7/14, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

FEDERAL EXPRESS

Clerk to the Honorable Julia W. Brand, United States Bankruptcy Judge
United States Bankruptcy Court, Central District
255 East Temple Street, Room 1382, Los Angeles, CA 90012

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

8/7/14
Date

MAYRA DURAN
Printed Name

/S/MAYRA DURAN
Signature

TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):

- ☐ **Henry Ben-Zvi** , rachel@ben-zvilaw.com
- ☐ **Joely Khanh Linh Bui** wdk@wolffirm.com, joely.bui@wolffirm.com
- ☐ **Nancy K Curry (TR)** ecfnc@trustee13.com
- ☐ **Rosendo Gonzalez (TR)** rgonzalez@ecf.epiqsystems.com, dgomez@gonzalezplc.com
- ☐ **Lewis R Landau** LLandau@HorganRosen.com
- ☐ **Lewis R Landau** LLandau@HorganRosen.com
- ☐ **Paul R Shankman** pshankman@jhindsllaw.com
- ☐ **Scott E Shapiro** scott@asattorney.com, doug@asattorney.com
- ☐ **United States Trustee (LA)** ustpreion16.la.ecf@usdoj.gov
- ☐ **Philip A Zampello** philipz@mkzlaw.com,
PatrickM@mkzlaw.com;MichaelK@mkzlaw.com;VanessaB@mkzlaw.com